

LAND USE RESEARCH FOUNDATION OF HAWAII

BY-LAWS

ARTICLE I – BY-LAWS

Section 1- Scope of By-Laws: The By-Laws shall provide for the management and government of the Foundation in all of its activities except as provided in the Charter of Incorporation.

ARTICLE II – MEMBERSHIP

Section 1- Eligibility: The membership of the Foundation shall consist of all persons who are members at the adoption of these By-Laws and any other persons who may be admitted to membership by a majority vote of the Board of Directors.

(a) Regular Membership: Regular membership in the Foundation shall be open to persons who are interested in advancing the objectives of the Foundation, who are willing to subscribe to the By-Laws, and who are otherwise qualified under the provisions set forth in the By-Laws.

(b) Associate Membership: Associate memberships shall be open to persons who are interested in advancing the objectives of the Foundation but who are not granted full membership status as set forth in the By-Laws.

Section 2- Entitlement to Rights and Privileges: Only regular members who have paid their dues for the current membership year shall be entitled to vote, to assume or retain office, and to otherwise enjoy privileges of the Foundation.

Section 3- Rights, Privileges and Benefits: Each regular member shall be entitled to the rights, privileges and benefits of the Foundation as determined by the Board of Directors.

Section 4- Non-Transferability: Membership in the Foundation may not be transferred from one individual to another.

Section 5- Suspension or Termination: The Board of Directors, by a two-thirds vote, may suspend or terminate the membership of any person who in its judgment has violated the By-Laws or who has been guilty of conduct detrimental to the best interests of the Foundation. The member concerned shall receive prior notification of the Board's impending action and shall have the right to be heard prior to any vote for termination or suspension.

ARTICLE III – DUES

- Section 1- Annual Dues: The membership year shall be the fiscal year July 1 to June 30. Dues of the Foundation shall be determined by the Board of Directors and adopted by resolution.
- Section 2- Termination for Nonpayment of Dues: Membership may be terminated for nonpayment of dues when the dues of any member are unpaid for a period of ninety (90) days after their due date. Terminated members may be reinstated by payment of dues for the current membership year.
- Section 3- Power to Waive: The Board of Directors may waive, cancel or reduce payment of dues, assessments or any other indebtedness of a member for any period.

ARTICLE IV – ORGANIZATION

- Section 1- Management: The management of the Foundation shall be vested in the Board of Directors, hereinafter referred to as the Board.
- Section 2- Board of Directors: Members of the Board shall consist of all Regular Members.
- (a) Board members shall serve for a period of one year and shall continue to serve upon being duly qualified as a Regular Member.
 - (b) All members of the Board shall take office at the beginning of the membership year.
- Section 3- Annual Membership Meeting: There shall be an annual membership meeting for the purpose of electing Board members and officers for the upcoming membership year. The annual meeting shall be held prior to the close of the membership year and may be held in conjunction with the quarterly Board meeting.
- Section 4- Transition of Organization: All Board members and officers holding office at the time of adoption of these By-Laws shall serve until the beginning of the next membership year.
- Section 5- Removal: Any officer or Board member may be removed from office by a two-thirds vote of the Membership at a special meeting called for such purpose.

ARTICLE V – OFFICERS

- Section 1- President: The President shall be the chief executive officer of the Foundation and shall preside at all meetings of the Foundation, the Board of Directors, and the Executive Committee. He shall be responsible for the general supervision of the affairs of the Foundation and shall be an ex-officio member of all committees. As Chairman of the Board of Directors, he shall keep the members informed of the activities and financial affairs of the Foundation.
- Section 2- President-Elect: The President-Elect shall assume the duties and responsibilities of the President in the event of the absence, resignation, or incapacity of the President.
- Section 3- Vice-Presidents: There shall be one or more Vice-Presidents as determined by the Board, whose duties and activities shall be determined by the Board. Additional Vice-Presidents may be elected at a special meeting called for such purpose.
- Section 4- Treasurer: The Treasurer shall advise the President and The Board of Directors on financial matters of the Foundation, and shall continuously monitor its financial operations. He shall exercise such control over expenditures of the Foundation as may be prescribed by the Board. The Treasurer may be the same person as the Secretary.
- Section 5- Secretary: The Secretary shall be responsible for arranging all Board meetings; maintaining and preserving the official records of the Foundation; supervising the administration of the Foundation; and protecting the Foundation's interest in all legal matters. He shall notify members of all scheduled meetings. The Secretary may be the same person as the Treasurer.
- Section 6- Executive Director: The Board shall employ an Executive Director to carry out the operational activities of the Foundation. The terms and conditions of his employment shall be prescribed by the Board.

ARTICLE VI – EXECUTIVE COMMITTEE

The officers of the Foundation shall constitute the Executive Committee. The Committee shall be responsible for all Foundation activities during the interim periods between Board of Directors meetings. Any action taken by the Committee shall be subject to ratification and approval of the Board.

The President or any officer duly authorized by the President may call Executive Committee meetings as needed. All meetings shall be open to members of the Board of Directors of the Foundation.

ARTICLE VII – BOARD OF DIRECTORS MEETING

A Board of Directors meeting shall be held at least quarterly at such time and place as the directors shall determine. Special meetings of the Board may be called by the President or any officer duly authorized by the President providing that each Board member shall have had twenty-four (24) hours or more of prior notice.

ARTICLE VIII – QUORUM

A quorum of one-third (1/3) or more shall be required to conduct business at any Executive Committee or Board of Directors meeting.

ARTICLE IX – AMENDMENTS

The Charter or By-Laws of the Foundation may only be amended, repealed, or added to by a majority vote of all members present at a special meeting called for such purpose.

ARTICLE X – DISSOLUTION OF THE FOUNDATION

The Foundation may be dissolved in accordance with the provisions of the Hawaii Nonprofit Corporations Act of the State of Hawaii.

Revised 8/11/03